

**UNITED STATES DISTRICT COURT  
SOUTHERN DISTRICT OF TEXAS  
HOUSTON DIVISION**

IN RE ALTA MESA RESOURCES, INC. SECURITIES LITIGATION	CASE NO. 4:19-CV-00957 (CONSOLIDATED)  JUDGE GEORGE C. HANKS, JR.  THIS DOCUMENT RELATES TO:  CASE NO. 4:22-CV-01189 CASE NO. 4:22-CV-02590
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**DECLARATION OF LAWRENCE M. ROLNICK IN OPPOSITION  
TO DEFENDANTS' MOTION FOR SUMMARY JUDGMENT ON  
OPT-OUT PLAINTIFFS' CLAIMS**

Pursuant to 28 U.S.C. § 1746, Lawrence M. Rolnick, under penalty of perjury, hereby declares as follows:

1. I am a partner at the law firm of Rolnick Kramer Sadighi LLP, counsel to the Direct Action Plaintiffs. I submit this declaration in Opposition to Defendants' Motion for Summary Judgment on Opt-Out Plaintiffs' Claims.

2. Attached hereto as **Exhibit 1** is a true and correct copy of Silver Run Acquisition Corporation II's press release, *Silver Run Acquisition Corporation II Completes \$1.035 Billion Initial Public Offering*, dated March 29, 2017.

3. Attached hereto as **Exhibit 2** is a true and correct copy of Alta Mesa Resources, Inc.'s press release, *Silver Run Acquisition Corporation II Completes its*

*Business Combination with Alta Mesa Holdings, LP and Kingfisher Midstream, LLC and Becomes Alta Mesa Resources, Inc.*, dated February 9, 2018.

4. Attached hereto as **Exhibit 3** is a true and correct copy of Alta Mesa Resources, Inc.'s press release, *Alta Mesa Announces Initial 2019 Outlook; Reports Preliminary Fourth Quarter and Full Year 2018 Results*, dated February 25, 2019.

5. Attached hereto as **Exhibit 4** is a true and correct copy of Alta Mesa Resources, Inc.'s press release, *Alta Mesa Resources and Alta Mesa Holdings File Voluntary Bankruptcy Petition; Announce Leadership Changes*, dated September 12, 2019.

6. Attached hereto as **Exhibit 5** is a true and correct copy of the Schedule 14A Proxy Statement for Silver Run Acquisition Corporation II, dated January 19, 2018, and filed with the United States Securities and Exchange Commission.

7. Attached hereto as **Exhibit 6** is a true and correct copy of Alta Mesa Resource's presentation, *Pure-Play STACK Enterprise: August 2017*, attached as Exhibit 99.1 to Alta Mesa Holdings, LP's Current Report on Form 8-K filed with the United States Securities and Exchange Commission on August 17, 2017.

8. Attached hereto as **Exhibit 7** is a true and correct copy of the footnotes to slide 14 of Alta Mesa Resource's presentation, *Pure-Play STACK Enterprise: August 2017*, attached as Exhibit 99.1 to Alta Mesa Holdings, LP's Current Report on Form 8-K filed with the United States Securities and Exchange Commission on August 17, 2017.

9. Attached hereto as **Exhibit 8** is a true and correct copy of Alta Mesa Resources, Inc.'s presentation, *STACK-Focused Investor Presentation: October 2017*,

attached as Exhibit 99.1 to Alta Mesa Holdings, LP's Current Report on Form 8-K filed with the United States Securities and Exchange Commission on October 3, 2017.

10. Attached hereto as **Exhibit 9** is a true and correct copy of the Expert Witness Report of Paul J. Dudenas, dated August 31, 2023.

11. Attached hereto as **Exhibit 10** is a true and correct copy of the Expert Rebuttal to Defendants' Expert Reports by Paul J. Dudenas, dated October 19, 2023.

12. Attached hereto as **Exhibit 11** is a true and correct copy of an e-mail from Kevin J. Bourque to Alex Husser re: RE: Fwd: PARIS 5-28 WITH TARGET WINDOWS USING 200' OFFSET TOP TARGET - BASE NEXT TARGET, dated August 4, 2017 and bearing bates stamps AMR\_SDTX01307627 through AMR\_SDTX01307632.

13. Attached hereto as **Exhibit 12** is a true and correct copy of the tab, "Citi outputs," excerpted from an excel file bearing bates stamp AMR\_SDTX00704822.

14. Attached hereto as **Exhibit 13** is a true and correct copy of Riverstone's presentation, *Base Case Analysis – 6/7 Strip*, bearing bates stamps RIVERSTONE\_SDTX00352163 through RIVERSTONE\_SDTX00352179.

15. Attached hereto as **Exhibit 14** is a true and correct copy of an e-mail from Bo Dunne to Ronald J. Smith re: Re: P. 170 of Proxy – Unaudited Financial Projections, dated October 30, 2017 and bearing bates stamps AMR\_SDTX01122854 through AMR\_SDTX01122858.

16. Attached hereto as **Exhibit 15** is a true and correct copy of an e-mail from Michael Christopher to Jeff Hostettler re: RE: Lender Model, dated July 26, 2017 and bearing bates stamps ARMEnergy\_00055517 through ARMEnergy\_00055524.

17. Attached hereto as **Exhibit 16** is a true and correct copy of an e-mail from Michael Christopher to Russell Schneider re: RE: invoice, dated July 17, 2017 and bearing bates stamp ARMEnergy\_00135683.

18. Attached hereto as **Exhibit 17** is a true and correct copy of an e-mail from Michael Christopher to Russell Schneider re: RE: invoice, dated July 17, 2017 and bearing bates stamp ARMEnergy\_00113243.

19. Attached hereto as **Exhibit 18** is a true and correct copy of an e-mail from Kevin Wang to Olivia Wassenaar, Jim Hackett, and Robert Tichio re: RE: AM - Updated Materials, dated December 10, 2017 and bearing bates stamps RIVERSTONE\_SDTX00006609 through RIVERSTONE\_SDTX00006610.

20. Attached hereto as **Exhibit 19** is a true and correct copy of Riverstone's presentation, *Silver Run II – Strategic Levers*, dated December 2017 and bearing bates stamps RIVERSTONE\_SDTX00006611 through RIVERSTONE\_SDTX00006633.

21. Attached hereto as **Exhibit 20** is a true and correct copy of an e-mail from Kevin J. Bourque to Hal. H. Chappelle and Tamara Alsarraf re: RE: Current Model - 02.10.2018, dated February 12, 2018 and bearing bates stamps AMR\_SDTX00876792 through AMR\_SDTX00876797.

22. Attached hereto as **Exhibit 21** is a true and correct copy of Alta Mesa Resources, Inc.'s press release, *Alta Mesa Announces Second Quarter 2018 Financial and Operational Results*, attached as Exhibit 99.1 to Alta Mesa Resources, Inc.'s Current Report on Form 8-K filed with the United States Securities and Exchange Commission on August 14, 2018.

23. Attached hereto as **Exhibit 22** is a true and correct copy of Bayou City Energy's presentation, *Alta Mesa Resources ("AMR"): Review Post-2Q 2018 Earnings*, dated August 2018 and bearing bates stamps BCEM\_0030790 through BCEM\_0030803.

24. Attached hereto as **Exhibit 23** is a true and correct copy of Alta Mesa Resources, Inc.'s press release, *Alta Mesa Announces Third Quarter 2018 Financial and Operational Results*, attached as Exhibit 99.1 to Alta Mesa Resources, Inc.'s Current Report on Form 8-K filed with the United States Securities and Exchange Commission on November 13, 2018.

25. Attached hereto as **Exhibit 24** is a true and correct excerpted copy of the deposition transcript of Randy Mitchell, dated July 10, 2023.

26. Attached hereto as **Exhibit 25** is a true and correct excerpted copy of the deposition transcript of Adam Karr, dated July 20, 2023.

27. Attached hereto as **Exhibit 26** is a true and correct excerpted copy of the deposition transcript of Alec Cutler, dated July 14, 2023.

28. Attached hereto as **Exhibit 27** is a true and correct excerpted copy of the deposition transcript of Jonathan Berger, dated July 13, 2023.

29. Attached hereto as **Exhibit 28** is a true and correct copy of an e-mail from Ryan Browne to Jim Hackett, Pierre F. Lapeyre, David Leuschen, Ken Ryan, John Staudinger, and Neil Babaria re: SRUNU IPO // Final Allocations (per FINRA Rule 5131), dated March 29, 2017 and bearing bates stamps RIVERSTONE\_SDTX00000026 through RIVERSTONE\_SDTX00000028.

30. Attached hereto as **Exhibit 29** is a true and correct copy of Silver Run Acquisition Corporation II's and Alta Mesa Holdings, LP's press release, *Silver Run Acquisition Corporation II to Merge with Alta Mesa and Kingfisher Midstream to Form a Combined Company Valued at Approximately \$3.8 Billion*, attached as Exhibit 99.1 to Alta Mesa Holdings, LP's Current Report on Form 8-K filed with the United States Securities and Exchange Commission on August 16, 2017.

31. Attached hereto as **Exhibit 30** is a true and correct excerpted copy of the deposition transcript of Brad Murray, dated July 21, 2023.

32. Attached hereto as **Exhibit 31** is a true and correct copy of an e-mail from Brad Murray to Alec Cutler re: Re: Silver Run, dated August 17, 2017 and bearing bates stamp ORBIS\_AM00022724.

33. Attached hereto as **Exhibit 32** is a true and correct copy of Alta Mesa Resources, Inc.'s Annual Report on Form 10-K for the year ended December 31, 2017, filed with the United States Securities and Exchange Commission on March 29, 2018.

34. Attached hereto as **Exhibit 33** is a true and correct copy of an e-mail and attachment from Brad Murray to Adam Karr and Alec Cutler re: Alta Mesa Q4 2017 Earnings Review, dated March 29, 2018, bearing bates stamps ORBIS\_AM00001046 through ORBIS\_AM00001054.

35. Attached hereto as **Exhibit 34** is a true and correct copy of an e-mail and attachment from Olivia Wassenaar to Pierre Lapeyre re: Alyeska on Monday, dated April 22, 2018 and bearing bates stamps RIVERSTONE\_SDTX00252631 through RIVERSTONE\_SDTX00252753.

36. Attached hereto as **Exhibit 35** is a true and correct copy of Alyeska's Microsoft One Note file concerning its investment in Silver Run II and Alta Mesa, bearing bates stamp ALYESKA\_AM00002332.

37. Attached hereto as **Exhibit 36** is a true and correct copy of an e-mail and attachment from Brad Murray to Adam Karr and Alec Cutler re: AMR Earnings Preview, dated May 9, 2018 and bearing bates stamps ORBIS\_AM00001125 through ORBIS\_AM00001131.

38. Attached hereto as **Exhibit 37** is a true and correct copy of the transcript of Alta Mesa Resources, Inc.'s third quarter 2018 earnings call, dated November 13, 2018.

39. Attached hereto as **Exhibit 38** is a true and correct excerpted copy of the deposition transcript of Randy Mitchell, dated July 11, 2023.

40. Attached hereto as **Exhibit 39** is a true and correct copy of Orbis notes titled, *Silver Run II – Alta Mesa PIPE*, dated August 3, 2017 and bearing bates stamps ORBIS\_AM00000149 through ORBIS\_AM00000151.

41. Attached hereto as **Exhibit 40** is a true and correct copy of Orbis notes dated April 3, 2017 and bearing bates stamps ORBIS\_AM00000084 through ORBIS\_AM00000091.

42. Attached hereto as **Exhibit 41** is a true and correct copy of an e-mail from Adam Karr to Alec Cutler re: AMR, dated August 31, 2018 and bearing bates stamp ORBIS\_AM00001236.

43. Attached hereto as **Exhibit 42** is a true and correct copy of an e-mail and attachment from Brad Murray to Adam Karr and Alec Cutler re: Alta Mesa Q4 2017

Earnings Review, dated March 29, 2018 and bearing bates stamps ORBIS\_AM00001046 through ORBIS\_AM00001054.

44. Attached hereto as **Exhibit 43** is a true and correct copy of Orbis notes dated November 13, 2018 and bearing bates stamps ORBIS\_AM00000102 through ORBIS\_AM00000148.

45. Attached hereto as **Exhibit 44** is a true and correct copy of an e-mail from Kevin J. Bourque to Tim Turner, Hal Chappelle, Mike Ellis, and Gene Cole re: Food for Thought, dated June 6, 2017 and bearing bates stamp AMR\_SDTX00853993.

46. Attached hereto as **Exhibit 45** is a true and correct copy of the Expert Report of D. Paul Regan, CPA/CFF, dated August 31, 2023.

I declare under penalty of perjury that the foregoing is true and correct. Executed on January 19, 2024.

By: /s/ Lawrence M. Rolnick  
Lawrence M. Rolnick  
**ROLNICK KRAMER SADIGHI LLP**  
1251 Avenue of the Americas  
New York, New York 10020  
(212) 597-2800  
lrolnick@rksllp.com